

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

MARY H. WOJNO, In Her Capacity as the Trustee
of the MARY H. WOJNO REVOCABLE TRUST,
on Behalf of Itself and All Others Similarly Situated,

Plaintiff,

v.

FIRSTMERIT CORPORATION, *et al.*

Defendants.

No. 5:16-cv-00461

JACK WILKINSON, individually and on behalf of
all others similarly situated and derivatively on behalf
of FIRSTMERIT CORPORATION,

Plaintiff,

v.

FIRSTMERIT CORPORATION, *et al.*

Defendants.

No. 5:16-cv-00723

MICHAEL HAFNER, On Behalf of Himself and All
Others Similarly Situated,

Plaintiff,

v.

PAUL G. GREIG, *et al.*

Defendants.

No. 5:16-cv-00762

**STIPULATION AND ~~PROPOSED~~ CONSENT ORDER ESTABLISHING AN
ORGANIZATIONAL STRUCTURE**

WHEREAS, on February 25, 2016, Plaintiff Mary H. Wojno, in her capacity as the trustee of the Mary H. Wojno Revocable Trust, filed a Class Action and Derivative Complaint in Case 5:16-cv-00461 (the “First Action”);

WHEREAS, on March 23, 2016, Plaintiff Jack Wilkinson filed a Shareholder Derivative and Class Action Complaint in Case 5:16-cv-00723 (the “Second Action”);

WHEREAS, on March 28, 2016, Plaintiff Michael Hafner filed a Verified Class Action and Derivative Complaint in Case 5:16-cv-00762 (the “Third Action”);

WHEREAS, the First Action, Second Action, and Third Action (together, the “Actions”) arise out of the same set of facts involving the proposed merger of defendants FirstMerit Corporation and Huntington Bancshares Incorporated;

WHEREAS, contemporaneous with this stipulation, the parties are submitting a stipulation and [proposed] consent order consolidating actions and establishing responsive pleadings deadlines;

WHEREAS, Defendants take no position with regard to the appointment of Lead Plaintiffs, Co-Lead Counsel, or Liaison Counsel in the Consolidated Action.

NOW, THEREFORE, the plaintiffs hereby stipulate and agree, by and through their undersigned counsel, that:

1. Plaintiffs Wojno, Wilkinson, and Hafner are appointed Interim Lead Plaintiffs for the Class (“Lead Plaintiffs”) in the Consolidated Action.
2. Lead Plaintiffs’ selection of Counsel is approved. The law firms of Kahn Swick & Foti, LLC, Levi & Korsinsky, LLP, and Rigrodsky & Long, P.A. are appointed Interim Co-Lead Counsel in the Consolidated Action (“Co-Lead Counsel”). Perantinides & Nolan Co.,

L.P.A. and Goldenberg Schneider, L.P.A. are appointed as Interim Liaison Counsel in the Consolidated Action (“Liaison Counsel”).

3. Co-Lead Counsel is vested by the Court with the following responsibilities and duties:

- a. To coordinate the preparation and filing of subsequent pleadings;
- b. To coordinate the briefing and argument of motions;
- c. To coordinate the initiation and conduct of discovery proceedings including, but not limited to, the preparation of joint written interrogatories and Requests for the Production of Documents;
- d. To coordinate the examination of witnesses by interrogatories and oral depositions and otherwise;
- e. To coordinate the selection of counsel to act as a spokesperson at pretrial conferences;
- f. To initiate and conduct all settlement negotiations with counsel for the defendants; and
- g. To perform such other duties as may be expressly authorized by further order of the Court.

4. Co-Lead Counsel shall have the authority to speak for the Lead Plaintiffs in matters regarding pretrial procedure and settlement negotiations. Defendants’ counsel may rely upon all agreements made with either of the Co-Lead Counsel or other duly authorized representative(s) of Lead Plaintiffs, and such agreements shall be binding on Lead Plaintiffs.

5. No motion, request for discovery, or other pretrial proceeding on behalf of Lead Plaintiffs shall be initiated or served by anyone except through Co-Lead Counsel.

Dated: ~~April 8, 2016~~ May 9, 2016

PERANTINIDES & NOLAN CO., L.P.A.

/s/ Chris T. Nolan

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Attorney for Plaintiffs Wojno and Wilkinson

GOLDENBERG SCHNEIDER, L.P.A.

/s/ Jeffrey S. Goldenberg (per email consent 4/7/16)

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SO ORDERED

Dated: May 9, 2016
Youngstown, Ohio

/s/ Benita Y. Pearson
United States District Judge